

FEB 17 '10

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**FIRST UNION RAIL**

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Rosemont, IL 60018

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SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

February 11, 2010

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Termination**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated February 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on May 9, 2008 at 4:20 p.m. with the Surface Transportation Board under Recordation Number 27252-B. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018 USA

Lessee: Illinois Central Railroad Company  
c/o Canadian National Railway  
935 de la Gauchetiere St. West  
Montreal, QC H3B 2M9 CANADA

The enclosed document is for one hundred (100) boxcars, with IC marks, which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: **Memorandum of Lease Termination**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures  
(IC020)

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## MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of Feb. 11, 2010 by and between First Union Rail Corporation, ("Lessor"), a North Carolina corporation, and Illinois Central Railroad Company ("Lessee"), an Illinois corporation.

**WITNESSETH:**

WHEREAS, Lessor and Lessee entered into that certain Master Lease Agreement dated as of January 1, 2004 and Rider No. 12 dated September 6, 2004 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 6, 2004, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on May 9, 2008 at 4:20 p.m. with recordation number 27252-B.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

Signature: 

**EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE**

**NUMBER OF CARS:** One hundred (100)

**DESCRIPTION OF CARS:** Boxcars – “Plate F”, A.A.R. Class XP, equipped with a single 12’ plug door. Cars originally built by Gunderson Inc.

**CAR NUMBERS:** IC 533000 through 533099, inclusive